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1 LYNNE C. HERMLE (STATE BAR NO. 99779)
lchermle@orrick.com
2 HANNAH A. WITHERS (STATE BAR NO. 292648)
hwithers@orrick.com
3 ORRICK, HERRINGTON & SUTCLIFFE LLP
1000 Marsh Road
4 Menlo Park, CA 94025-1015
Telephone: +1 650 614 7400
5 Facsimile: +1 650 614 7401

6 Attorneys for Defendant
SPLUNK INC.
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8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10

11 CHRISTOS TRYFONAS, an individual,
12 Plaintiff,
13 v.
14 SPLUNK INC., a Delaware corporation; and
Does 1-10, inclusive;
15 Defendants.
16

Case No. 3:17-CV-01420-HG

**DECLARATION OF WEILYN WOOD
IN SUPPORT OF DEFENDANT'S
ADMINISTRATIVE MOTION TO FILE
DOCUMENTS UNDER SEAL**

1 I, Weilyn Wood, hereby declare:

2 1. I am an attorney admitted to practice in the State of California. I am an in-house
3 counsel of Splunk Inc.

4 2. I have personal knowledge of the facts stated below, and if called upon to testify to
5 those facts, I could and would competently do so.

6 3. Splunk is a public company.

7 4. Splunk acquired Caspida in July 2015.

8 5. The merger documents made in connection with Splunk's acquisition of Caspida,
9 contain confidential and proprietary information. These documents contain highly confidential
10 business information that is not publicly available. The representations and warranties,
11 indemnification provisions, as well as the covenants, conditions of closing, stock vesting
12 provisions and other terms in the merger documents indicate specific business sensitivities.

13 6. For the Caspida acquisition, all of the merger documents were highly negotiated.
14 In my experience, Splunk negotiates the terms of all of its acquisitions. The terms of each
15 acquisition are different. Splunk does not share the terms of other acquisitions with potential
16 targets.

17 7. The merger documents indicate Splunk's acquisition strategy, risk tolerance,
18 negotiation outcomes, and other key business and strategic information. I believe that disclosure
19 of this information would result in target companies, as well as potential competitors, having a
20 strategic and negotiation advantage over Splunk.

21 8. I believe that disclosure of the merger documents would severely compromise
22 Splunk's competitive standing and would severely harm Splunk's business by making
23 confidential information and acquisition strategy available to the public.

24 I declare under penalty of perjury under the laws of the United States that the foregoing is
25 true and correct. Executed this 7th day of June, 2017 in San Francisco, California.

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/s/ Weilyn Wood
WEILYN WOOD

DECLARATION OF WEILYN WOOD ISO
ADMINISTRATIVE MOTION TO FILE
DOCUMENTS UNDER SEAL
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ATTESTATION OF CONCURRENCE

I, Lynne C. Hermle, am the ECF User whose identification and password are being used to file the foregoing Administrative Motion to File Documents Under Seal. Pursuant to Civil Local Rule 5-1(i)(3), I attest that concurrence in the filing of this document has been obtained.